

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

REGISTRATION NO. 17580-A FILED 1992

June 12, 1992

JUL 6 1992 10:50 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RE: Lease of Railroad Equipment dated as of May 15, 1968  
("Lease") between Helm Financial Corporation, as assignee of  
Woodland Car Corporation, and Kansas City Southern Railway  
Company

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and  
recording, under 49 U.S.C. Section 11303(a) and the regulations  
promulgated thereunder the following document:

Two (2) fully executed originals of the Termination  
Agreement dated as of April 29, 1992 ("Termination  
Agreement") between Helm Financial Corporation and Kansas  
City Southern Railway Company

In connection with the recording of the Termination Agreement,  
please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Name and Address of Lessee: Kansas City Southern Railway  
Company  
114 West 11th Street  
Kansas City, MO 64105

Equipment: Nine (9) Caboose Cars  
One Hundred Ninety-Six (196)  
Pulpwood Flat Cars (see Annex A of  
Termination Agreement)

Previous ICC Filing: Memorandum of Lease dated  
September 25, 1991, to evidence the  
Lease, filed under ICC Recordation  
No. 17580 on November 4, 1991 at  
10:50 AM.

The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,

Sharon L. Van Fossan  
Contract Administrator

svf  
Enclosures (2)

11580-A  
TERMINATION AGREEMENT

JUL 6 1992 -10 40 AM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION AGREEMENT ("Termination Agreement") to the Lease of Railroad Equipment dated as of May 15, 1968 (the "Second Assigned Lease") between HELM FINANCIAL CORPORATION ("Lessor"), as assignee of Woodland Car Corporation, and KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee") is made as of April 29, 1992 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Second Assigned Lease pursuant to which nine (9) caboose cars and one hundred nine-six (196) pulpwood flat cars as described in Annex A attached hereto "Units") were leased by Lessor to Lessee.
- B. The Second Assigned Lease is on file at the Interstate Commerce Commission under Recordation No. 4931 filed on June 28, 1968 at 2:09 PM.
- C. Lessor and Lessee are parties to the Agreement of Purchase and Sales dated April 29, 1992 ("Purchase and Sales Agreement"), and pursuant to the Bill of Sale dated April 30, 1992, Lessor has sold to Lessee and Lessee has purchased the Units.
- D. The parties desire to terminate the Lease with respect to the Units.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

1. Effective on Closing Date (as defined in the Purchase and Sales Agreement), the term of the Lease shall be deemed to have terminated on April 30, 1992.
2. Any rental obligations under the Lease with respect to the Units incurred prior to such termination shall survive the termination of the Lease with respect to such Units.
3. The Lease shall be terminated on the date as provided in Section 1 above, and this Termination Agreement shall be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. 11303 as the formal termination document.

HELM FINANCIAL CORPORATION

By: [Signature]

Title: President

Date: 4-29-92

KANSAS CITY SOUTHERN RAILWAY COMPANY

By: [Signature]

Title: Asst. Vice President Chief Operating Officer

Date: April 28, 1992

APPROVED AS TO FORM

[Signature]

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 29th day of April, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Emma Susan Schmitt  
Notary Public

My Commission Expires:

June 16, 1995



[Notarial Seal]

STATE OF MISSOURI )  
 ) S  
COUNTY OF JACKSON )

On this 28 day of April, 1992, before me personally appeared J. B. Schner, to me personally known, who, being by me duly sworn says that he is Asst. V. Pres. & Chief Oper. Officer of **KANSAS CITY SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Martina Mueller  
Notary Public

My Commission Expires:

5/17/93

MARTINA MUELLER  
NOTARY PUBLIC STATE OF MISSOURI  
CLAY COUNTY  
MY COMMISSION EXP. MAY 17, 1993

[Notarial Seal]

## ANNEX A

### DESCRIPTION OF EQUIPMENT

<u>Equipment Description</u>		<u>Equipment Numbers</u>	
Nine (9) stainless steel caboose cars built by Darby Products of Steel Plate Corporation in 1968.		KCS 333-338 340-342	
One hundred ninety-six (196) 125-ton pulpwood flat cars built by Pullman Incorporated in 1968.		*As provided below	
KCS 601004	KCS 601381	KCS 601756	KCS 602116
KCS 601012	KCS 601390	KCS 601764	KCS 602124
KCS 601021	KCS 601403	KCS 601772	KCS 602132
KCS 601039	KCS 601411	KCS 601781	KCS 602141
KCS 601047	KCS 601420	KCS 601799	KCS 602159
KCS 601055	KCS 601438	KCS 601802	KCS 602175
KCS 601063	KCS 601446	KCS 601811	KCS 602183
KCS 601071	KCS 601454	KCS 601829	KCS 602191
KCS 601080	KCS 601471	KCS 601837	KCS 602205
KCS 601098	KCS 601489	KCS 601845	KCS 602213
KCS 601101	KCS 601497	KCS 601853	KCS 602221
KCS 601110	KCS 601501	KCS 601861	KCS 602230
KCS 601128	KCS 601519	KCS 601870	KCS 602248
KCS 601136	KCS 601527	KCS 601888	KCS 602256
KCS 601152	KCS 601535	KCS 601896	KCS 602264
KCS 601161	KCS 601543	KCS 601900	KCS 602272
KCS 601179	KCS 601551	KCS 601918	KCS 602281
KCS 601187	KCS 601560	KCS 601926	KCS 602299
KCS 601195	KCS 601578	KCS 601934	KCS 602302
KCS 601209	KCS 601586	KCS 601942	KCS 602311
KCS 601217	KCS 601594	KCS 601951	KCS 602329
KCS 601225	KCS 601608	KCS 601969	KCS 602337
KCS 601233	KCS 601616	KCS 601977	KCS 602345
KCS 601241	KCS 601624	KCS 601985	
KCS 601250	KCS 601632	KCS 601993	
KCS 601268	KCS 601641	KCS 602001	
KCS 601276	KCS 601659	KCS 602019	
KCS 601284	KCS 601667	KCS 602027	
KCS 601306	KCS 601675	KCS 602035	
KCS 601314	KCS 601683	KCS 602043	
KCS 601322	KCS 601691	KCS 602051	
KCS 601331	KCS 601705	KCS 602060	
KCS 601349	KCS 601713	KCS 602078	
KCS 601357	KCS 601721	KCS 602086	
KCS 601365	KCS 601730	KCS 602094	
KCS 601373	KCS 601748	KCS 602108	

ANNEX A

DESCRIPTION OF EQUIPMENT - Continued

Equipment Numbers for 196 Pulpwood Flat Cars - Continued

KCS 602353	KCS 602604	KCS 602850
KCS 602361	KCS 602612	KCS 602868
KCS 602370	KCS 602621	KCS 602876
KCS 602388	KCS 602639	KCS 602884
KCS 602396	KCS 602647	KCS 602892
KCS 602400	KCS 602655	KCS 602906
KCS 602418	KCS 602663	KCS 602914
KCS 602426	KCS 602671	KCS 602922
KCS 602434	KCS 602680	KCS 602931
KCS 602442	KCS 602698	KCS 602949
KCS 602451	KCS 602701	KCS 602957
KCS 602469	KCS 602710	KCS 602965
KCS 602477	KCS 602728	KCS 602973
KCS 602485	KCS 602736	KCS 602981
KCS 602493	KCS 602744	KCS 602990
KCS 602507	KCS 602752	
KCS 602515	KCS 602761	
KCS 602523	KCS 602779	
KCS 602531	KCS 602787	
KCS 602540	KCS 602795	
KCS 602558	KCS 602809	
KCS 602566	KCS 602817	
KCS 602574	KCS 602825	
KCS 602582	KCS 602833	
KCS 602591	KCS 602841	